

RECORDATION NO. 21699 FILED

OCT 5 '98

12-45 PM

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OF COUNSEL
URBAN A. LESTER

OCT 5 '98 12:45 PM '98

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Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Net Lease Agreement, dated April 7, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: a Memorandum of Lease Assignment, Management and Escrow Agreement, dated September 25, 1998 and a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of September 29, 1998.

The names and addresses of the parties to the enclosed documents are:

Net Lease Agreement

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Lessees: Tri-Mor Corporation
Whitestone Supply Company
8530 North Boyle Parkway
Twinsburg, OH 44087

Mr. Vernon A. Williams
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A → Lease Assignment, Management and Escrow Agreement

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: The Vaughn Group, Ltd.
8240 Beckett Drive, Suite D
Hamilton, Ohio 45001

Asset Purchase, Assignment and Assumption Agreement

Assignor: The Vaughn Group, Ltd.
8240 Beckett Drive, Suite D
Hamilton, Ohio 45001

Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

one hundred (100) railcars WSTX 201 through WSTX 300

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

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**MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT
AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on September 25, 1998, by and between The Vaughn Group, Ltd. ("Assignee"), and The Andersons, Inc. ("Assignor").

WITNESSETH:

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement dated April 7, 1998, whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Lease Agreement, dated September 8, 1997, between Assignor, as Lessor, and Tri-Mor, Corp. and Whitestone Supply Company, as Lessees, and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 

Name: **John V. Handelsman**
President and CEO

Title: _____

THE ANDERSONS, INC.

By: 

Name: **GARY SMITH**

Title: **V. P. Fin. & Admin.**

STATE OF Ohio)
COUNTY OF Butler) SS

On this 30th day of September, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Kathy J. Voegelé
Notary Public

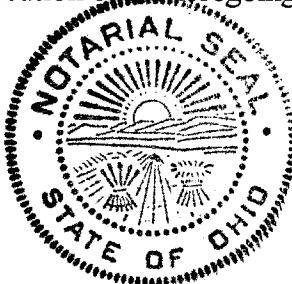


My commission expires:

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

STATE OF OHIO)
COUNTY OF Lucas) SS

On this 29th day of September, 1998 before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he/she is the V.P. Finance & Treasurer of The Andersons, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 8-20-2000

Julie Ann Dibble
Notary Public

Exhibit A

Refurbished 3850 cubic capacity discharge open hopper cars modified to 2350 cubic capacity.
Used to haul limestone.
1980 Ortner built.

New Car Number		Old Car Number		New Car Number		Old Car Number	
1 WSTX	201	KMCX	80310	51 WSTX	251	KMCX	80254
2 WSTX	202	KMCX	80311	52 WSTX	252	KMCX	80278
3 WSTX	203	KMCX	80312	53 WSTX	253	KMCX	80079
4 WSTX	204	KMCX	80313	54 WSTX	254	KMCX	80004
5 WSTX	205	KMCX	80316	55 WSTX	255	KMCX	80005
6 WSTX	206	KMCX	80317	56 WSTX	256	KMCX	80012
7 WSTX	207	KMCX	80320	57 WSTX	257	KMCX	80029
8 WSTX	208	KMCX	80323	58 WSTX	258	KMCX	80035
9 WSTX	209	KMCX	80328	59 WSTX	259	KMCX	80091
10 WSTX	210	KMCX	80330	60 WSTX	260	KMCX	80095
11 WSTX	211	KMCX	80336	61 WSTX	261	KMCX	80166
12 WSTX	212	KMCX	80337	62 WSTX	262	KMCX	80247
13 WSTX	213	KMCX	80338	63 WSTX	263	KMCX	80343
14 WSTX	214	KMCX	80341	64 WSTX	264	KMCX	80224
15 WSTX	215	KMCX	80342	65 WSTX	265	KMCX	80086
16 WSTX	216	KMCX	80348	66 WSTX	266	KMCX	80126
17 WSTX	217	KMCX	80349	67 WSTX	267	KMCX	80269
18 WSTX	218	KMCX	80048	68 WSTX	268	KMCX	80286
19 WSTX	219	KMCX	80077	69 WSTX	269	KMCX	80305
20 WSTX	220	KMCX	80078	70 WSTX	270	KMCX	80008
21 WSTX	221	KMCX	80081	71 WSTX	271	KMCX	80345
22 WSTX	222	KMCX	80100	72 WSTX	272	KMCX	80176
23 WSTX	223	KMCX	80102	73 WSTX	273	KMCX	80259
24 WSTX	224	KMCX	80111	74 WSTX	274	KMCX	80062
25 WSTX	225	KMCX	80116	75 WSTX	275	KMCX	80347
26 WSTX	226	KMCX	80132	76 WSTX	276	KMCX	80297
27 WSTX	227	KMCX	80144	77 WSTX	277	KMCX	80172
28 WSTX	228	KMCX	80171	78 WSTX	278	KMCX	80277
29 WSTX	229	KMCX	80189	79 WSTX	279	KMCX	80055
30 WSTX	230	KMCX	80213	80 WSTX	280	KMCX	80340
31 WSTX	231	KMCX	80253	81 WSTX	281	KMCX	80327
32 WSTX	232	KMCX	80270	82 WSTX	282	KMCX	80329
33 WSTX	233	KMCX	80332	83 WSTX	283	KMCX	80346
34 WSTX	234	KMCX	80010	84 WSTX	284	KMCX	80256
35 WSTX	235	KMCX	80022	85 WSTX	285	KMCX	80021
36 WSTX	236	KMCX	80082	86 WSTX	286	KMCX	80194
37 WSTX	237	KMCX	80115	87 WSTX	287	KMCX	80222
38 WSTX	238	KMCX	80137	88 WSTX	288	KMCX	80293
39 WSTX	239	KMCX	80198	89 WSTX	289	KMCX	80112
40 WSTX	240	KMCX	80223	90 WSTX	290	KMCX	80220
41 WSTX	241	KMCX	80231	91 WSTX	291	KMCX	80258
42 WSTX	242	KMCX	80298	92 WSTX	292	KMCX	80187
43 WSTX	243	KMCX	80321	93 WSTX	293	KMCX	80244
44 WSTX	244	KMCX	80016	94 WSTX	294	KMCX	80190
45 WSTX	245	KMCX	80020	95 WSTX	295	KMCX	80047
46 WSTX	246	KMCX	80065	96 WSTX	296	KMCX	80335
47 WSTX	247	KMCX	80043	97 WSTX	297	KMCX	80003
48 WSTX	248	KMCX	80123	98 WSTX	298	KMCX	80083
49 WSTX	249	KMCX	80154	99 WSTX	299	KMCX	80325
50 WSTX	250	KMCX	80252	100 WSTX	300	KMCX	80089